

Shamrock Asset Management, L. L. C.

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March 30, 2017

This Brochure provides information about the qualifications and business practices of Shamrock Asset Management, L.L.C. If you have any questions about the contents of this Brochure, please contact us at (214) 265-9400. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Shamrock Asset Management, L.L.C. is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser will provide you with information to assist with a decision to hire or retain an Adviser.

Additional information about Shamrock Asset Management, L.L.C. is also available on the SEC's Web site at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

You can search this site alphabetically by adviser name, or by a unique identifying number, known as a CRD number. Shamrock's CRD number is **108125**.

The SEC's Web site also provides information about any persons affiliated with Shamrock Asset Management, L.L.C., who are registered, or are required to be registered, as investment advisor representatives of Shamrock Asset Management, L.L.C.

**Item 2 – Material Changes**

On an annual basis, this item will be used to provide clients with a summary of all material changes made to the Brochure since the last annual update. It will also reference the date of the last annual update of the brochure. The Firm will ensure that clients receive a summary of any material changes to this and subsequent Brochures within 120 days of its business' fiscal year-end which is December 31. We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge. Currently, the Firm's Brochure may be requested by contacting Melissa Terrill at 214-265-9400 or [mterrill@shamrockadvisors.com](mailto:mterrill@shamrockadvisors.com).

Additional information about Shamrock Asset Management, L.L.C. is also available via the SEC's Web site at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC's Web site also provides information about any persons affiliated with the Firm who are registered, or are required to be registered, as investment adviser representatives of Shamrock Asset Management, L.L.C.

There have been no undisclosed material changes in the operations of the Firm since the Firm's last annual update dated March 15, 2016.

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## Item 4 – Advisory Business

### INTRODUCTION

Shamrock Asset Management, L.L.C., (hereinafter "Shamrock" or the "Firm"), offers investment advisory services to clients. Shamrock is a Texas limited liability corporation registered with the Securities and Exchange Commission since 1997.

### PRINCIPAL OWNERS

James William Lewis, Member of Board of Managers

Thomas Carroll Goyne, Founder, Managing Director, Chairman of Board of Managers

Kevin Lee Caldwell, President and CEO

### SERVICES

#### INVESTMENT ADVISORY SERVICES

Shamrock provides Investment Advisory Services, giving advice to a client or implementing investments for clients based on their individual needs. Clients are asked to candidly complete a Riskalze survey to objectively determine the client's real risk tolerance. In addition, Shamrock speaks with each client to discuss their financial goals and objectives, and personal circumstances that may affect their finances. As these goals, objectives and circumstances change, it is the client's sole responsibility to notify Shamrock of any and all material changes in writing so that modifications to the personal investment strategy can be made in a timely manner.

Shamrock provides these services predominantly to high net worth individuals, occasionally to bank or thrift institutions, pension and profit sharing plans, trusts, estates, charitable organizations, endowments and foundations, and corporations.

Shamrock will manage advisory relationships on a discretionary and nondiscretionary basis.

The client may terminate their relationship with Shamrock at any time by providing notice in writing. Any advisory fees to be collected in arrears will be calculated on a pro-rata basis to the termination date and will be deducted from the account; or if authorization is not provided to be debited, or if there are no funds in the account, an invoice will be sent for remittance by the client. Any advisory fees collected in advance will also receive a prorated refund at the termination of the relationship, if prior to month end.

## **PORTFOLIO MANAGEMENT SERVICES**

Shamrock manages portfolio strategies through its investment committee, which meets weekly or more often, as well as uses model portfolios designed, monitored and updated by 3<sup>rd</sup> party money managers. These models are subject to specific client directions, restrictions or other information and considerations that have been communicated in writing to Shamrock. Shamrock is responsible for placing all client account trades or directing trades for assets held by a client directed outside custodian.

Shamrock offers the following investment strategies for its clients. Shamrock's relationship managers work with clients in designing portfolios using appropriate mixes of these strategies depending upon various factors.

### **Shamrock Symphony**

An "endowment" style portfolio. Shamrock believes the efficient frontier exists but very few investors are on it. Rooted in modern portfolio theory, our model construction process is not a purely quantitative solution. Heuristics, judgement, and common sense are combined with an objective review of portfolio construction data and analytics. This generally long-only strategy (on occasion some positions may be short) seeks better risk-adjusted long-term returns than a 60/40 blend of stocks and bonds with consideration given to transaction costs, taxes and turnover when reasonable.

### **Tactical Domestic ETF**

The Tactical Domestic ETF strategy is designed to reduce volatility and downside capture while still delivering solid upside results. This is an actively managed, concentrated sector and style rotation strategy. Allocation decisions are based on quantitative and technical risk models. The strategy has the ability to be fully invested or 100% defensive (cash or equivalents) in each asset class.

### **Multi-Asset Tactical ETF Strategy**

The MATE Focused strategy is an actively managed Multi-Asset Tactical EFT Class portfolio comprised of ETFs and providing exposure to four major asset classes: U.S. Equities, International Equities, Fixed Income, and Commodities. Allocation decisions are made based on quantitative and technical risk models. The strategy has the ability to be fully invested or 100% defensive (cash or equivalents) in each asset class.

### **Tactical Fixed Income**

The Tactical Fixed Income strategy is an actively managed portfolio of fixed income ETFs. The portfolio aims to generate above-average yields with strict risk controls by investing in those fixed income sectors believed to offer favorable risk-adjusted performance. The strategy seeks to objectively control the portfolio-level yield, modified duration and volatility.

### **Dividend Equity**

The Dividend Equity strategy is an all-cap actively managed portfolio of 35-45 individual equities. After

employing a top-down approach to identify areas of the economy offering the most attractive opportunities, eligible holdings are screened based on a set of qualitative hurdles to determine the suitable list of investments. Fundamental research into company management, balance sheet, and opportunity for capital appreciation and dividend growth determine the portfolio's holdings.

### **Growth Equity**

The Growth Equity strategy is an individual equity strategy using both a quantitative and qualitative analysis to implement a repetitive, multi-step engineering approach to portfolio management. The process identifies high quality, reasonably valued companies poised to deliver earnings growth rates in excess of investor expectations and which have attractive and improving earnings quality. Portfolio risk is managed through a rigorous sell discipline which may include negative earnings surprises, deteriorating earnings quality and overvaluation.

Where third party portfolio managers are used, each independent money manager provides trade or model strategy reallocation recommendations to Shamrock. Each independent money manager may implement changes to the model strategy for its own clients prior to notifying Shamrock and any other advisors using the strategy.

Differences may exist between Shamrock's clients and the clients of any 3rd party independent manager, and may include any or all of the following:

- Implementation of independent money manager's trade recommendations may occur concurrently or after trade implementation by the independent money manager.
- Shamrock client transactions may receive different, potentially disadvantageous pricing on securities purchased.
- Shamrock implements trades based on the money manager's recommendations.
- Shamrock client accounts will not be included in any aggregated transactions placed by independent money managers for their own client accounts.
- Performance differences between Shamrock accounts and independent money manager accounts may result from differences in the commission rates paid by clients, and any timing differences when placing trades, and/or price differences at the time the trade is placed.
- Performance differences between Shamrock accounts and independent money manager accounts may result from client requested restrictions or Shamrock investment decisions.

Fixed income investments are selected and managed by Shamrock's Investment Committee and/or 3<sup>rd</sup> party money managers. Shamrock periodically reviews the quality of broker/dealer services and uses those brokers or dealers which will provide an appropriate level of service and execution.

**INVESTMENT SUPERVISORY SERVICES IN CONJUNCTION WITH BANK(S) AND/OR OTHER FINANCIAL INSTITUTIONS**

Shamrock provides investment supervisory services in conjunction with certain banks and other financial institutions.

The banks may prepare an investment policy letter stating a client's needs, goals, and objectives and encompassing a policy under which these goals and objectives are to be achieved. Based on the information obtained from the bank, Shamrock will create and manage a portfolio based on each client's objectives from the financial institution.

**ASSETS UNDER MANAGEMENT**

"Assets under management" is calculated as: the sum of all discretionary and non-discretionary accounts for which Shamrock provides continuous and regular supervisory or management services.

Shamrock Asset Management provides continuous and regular supervisory or management services with respect to an account if:

- Shamrock has discretionary authority over and provides on-going supervisory or management services with respect to the account; and
- Shamrock does not have discretionary authority over the account, but does have on-going responsibility to make recommendations based upon the needs of the client as to specific securities or other investments that the account may purchase or sell and if such recommendations are accepted by the client and Shamrock is responsible for arranging or effecting the purchase or sale.

As of December 31, 2016, Shamrock's Assets under Management was \$228,506,249.91 with \$226,715,084.38 managed on a discretionary basis and \$1,791,165.43 on a non-discretionary basis.

## Item 5 – Fees and Compensation

### FEE SCHEDULE

#### INVESTMENT SUPERVISORY SERVICES AND PORTFOLIO MANAGEMENT SERVICES

Shamrock's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investment managers and other third parties such as fees charged by managers, custodial fees, odd-lot differentials, transfer fees, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions.

Mutual funds and exchange traded funds also charge internal management fees which are disclosed in each fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to Shamrock's fee.

The annual fee charged for both Investment Supervisory Services and Portfolio Management is:

#### Asset Based Fee Schedule and Service Model

Investment Minimum	Service Model	Fee Schedule
Less than \$500,000	Dedicated Representative Online Web Access Annual Review	1.25%
\$500,000	Dedicated Relationship Manager Customized Portfolio Blends Quarterly Reviews	1.25%
\$2,000,000	Senior Strategic Advisor/ Relationship Manager	10% Discount
\$5,000,000	Relationship Manager, Senior Strategic Advisor, Estate Planning & Philanthropy Support	Negotiated

#### Performance Based Fee Schedule

The Firm, at its discretion, may accept performance-based fees from "qualified clients" as defined in 275-205-3 of the Rules of the Investment Advisers Act of 1940. In these cases, the quarterly fee will be calculated in arrears, and the basis for future fees is reset quarterly as follows:

In short, the quarterly fee is the dollar equivalent of the first 50 basis points of any FMV gain in the account during a quarter. Gain is calculated as the Fair Market Value of all assets in the account at the



beginning of the quarter subtracted from the Fair Market Value of all assets in the account at the end of the quarter, with any additions to the account during the quarter subtracted from the ending amount and any withdrawals from the account during the quarter added back to the ending value, for purposes of calculating gain. If there is no gain during the quarter, no fee is assessed. See the table below for a sample set of fee calculations.

The following chart shows examples of hypothetical fee calculations:

	Case 1	Case 2	Case 3	Case 4		
FMV Beginning of Quarter	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000		
FMV End of Quarter	\$1,005,000	\$1,000,000	\$995,000	\$1,010,000		
Gain in Dollars	\$5,000	0	(\$5,000)	\$10,000		
Gain as a Percentage	0.50%	0	-0.50%	1.00%		
Fee	\$5,000	0	\$0	\$5,000		
Gain staying in client account	\$0	na	na	\$5,000		
Client Account FMV after Fees at End of Quarter	\$1,000,000	\$1,000,000	\$995,000	\$1,005,000		

In cases where there is a gain in a quarter between 0 and 0.5%, it is understood that if there are additions to the account near the beginning of a quarter, this may advantage Shamrock and disadvantage the account with respect to the fee. If there are withdrawals near the end of the quarter, this may disadvantage Shamrock and is generally to the account's advantage with respect to the fee. In most cases these conditions are deemed to be nominal in nature and, with this calculation done on a quarterly rather than daily basis, it is not feasible to perfectly derive the effect of such additions or withdrawals.

### Other Advisory Services

- **Fixed Income Only Relationship:** 0.60 of 1.0% of Assets Under Management

Fees will be calculated and collected in arrears or advance based upon the account values at the end of each calendar month or quarter for all existing clients. Accounts are charged based on month-end values and deducted directly from the account the following month. For new clients, fees will be calculated and collected in advance. The Advisory Fee for the initial monthly period shall be prorated based on the opening date of the Account and the Net Asset Value of the assets held in the Account on that date and number of days services were provided. If a client chooses to terminate the advisory agreement in writing, the client will be entitled to a pro rata refund of any pre-paid monthly or quarterly fee, based upon the date of termination, which shall be the date as set forth in the notice of termination or the date the notice of termination is received by Shamrock, whichever is later.

Shamrock reserves the right to charge \$500 per year, per account for portfolios less than \$50,000 or for accounts that are not managed but included for reporting purposes. Shamrock may provide consolidated portfolio reconciliation and performance calculations for assets not managed by Shamrock for the greater of \$500 or 0.25% per year.

Shamrock will compensate each of the independent money manager(s) used for trading information directly from Shamrock's fee. Clients with assets invested in alternative investments will pay the alternative investment management fee in addition to the fee paid to Shamrock.

### **Item 6 – Performance-Based Fees and Side-By-Side Management**

At the Firm's discretion, it may accept performance-based fees from "qualified clients" as defined in Sec. 275-205-3 of the Rules of the Investment Advisers Act of 1940. Portfolio Managers and Business Development Officers (collectively "IARs") of the Firm may have advisory relationships where the fees are calculated on a performance fee basis and on a non-performance fee basis. This fact creates a potential conflict of interest in that the Firm may have an incentive to favor the performance-based accounts over the non-performance based accounts. This conflict is mitigated by the Firm's use of the same models in both circumstances, albeit with differing weightings and allocations, across its client base. Further, the IARs do not allocate trades but rather establish strategies and models which prevents one client account from being favored on a trade-by-trade basis against any other account.

### **Item 7 – Types of Clients**

Shamrock provides investment advisory services to individuals, high net worth individuals, charitable institutions, foundations, endowments, pension and profit sharing plans, trusts, estates, and corporations with assets of \$500,000 or more. Shamrock may, at its discretion, accept accounts with less than that amount.

### **Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss**

Client portfolios are managed based on the decisions of the Investment Committee of Shamrock Asset Management. Those decisions are based upon in house analytics or signals from third-party managers with which Shamrock has contracted, and are customized based on client's objectives and goals. The relationship manager will proactively monitor client portfolios and implement changes based on the decisions of the Investment Committee. Portfolios are constructed with varying asset classes and strategies.

The Investment Committee may employ outside advisers as well as in-house managers. Outside advisers are compensated by Shamrock for their proprietary research, portfolio construction and ongoing changes and recommendations.

When functioning as a manager of managers, Shamrock may nevertheless use its own research to construct and manage client portfolios. Shamrock has the ability and discretion to override any trade recommendation where third-party advisors are running a model portfolio, but generally defers to their decisions. All strategies implemented by Shamrock will invest in securities that involve the risk of loss that clients should be prepared to bear. Investments within Shamrock client portfolios will include both short and long term holding periods. Trading activity will increase total client

transaction costs, which can impact performance.

Managers and strategies are selected based on manager experience, historical performance, and track record. Strategies that are repeatable and provide a reasonable level of risk adjusted returns are included with the goal to increase portfolio performance without substantially increasing portfolio volatility and risk.

The majority of Shamrock client portfolios will contain a blend of asset classes and managers. Some clients will request or require a portfolio designed exclusively for them that contains a single strategy or adviser.

All investments carry some amount of risk. Shamrock's investment strategies may be subject to the following principal investment risks:

**Credit Risks** – The risk that the portfolio could lose money if the issuer or guarantor of a fixed-income security, or the counter-party to a derivative contract, is unable or unwilling to meet its financial obligations.

**Counter-Party Risks** – A portfolio may incur a loss if the other party to an investment contract, such as a derivative, fails to fulfill its contractual obligation.

**Currency Risks** – The risk that foreign currencies will decline in value relative to the U.S. dollar and affect a portfolio's investments in foreign (non-U.S.) currencies or in securities that trade in, and receive revenues in, or in derivatives that provide exposure to, foreign (non-U.S.) currencies.

**Debt Securities Risks** – The issuer of a debt security may fail to pay interest of principal when due, and changes in market interest rates may reduce the value of debt securities or reduce the portfolio's returns.

**Derivatives Risks** – The use of derivatives such as futures, options and swap agreements can lead to losses, including those magnified by leverage, particularly when derivatives are used to enhance return rather than offset risk.

**Emerging-Markets Risk** – Foreign investment risks are typically greater for securities in emerging markets, which can be more vulnerable to recessions, currency volatility, inflation and market failure.

**Equity Risks** – The risk that the value of equity securities, such as common stocks and preferred stocks, may decline due to general market conditions which are not specifically related to a particular company or to factors affecting a particular industry or industries. Equity securities generally have greater price volatility than fixed income securities.

**ETF (Exchange Traded Fund) Risks** – A portfolio will be exposed indirectly to all of the risks of securities held by an ETF, as well as the risks of the ETF's trading and pricing limitations.

**Foreign Investment Risk** – Foreign investments face the potential of heightened illiquidity, greater price volatility and adverse effects of political, regulatory, tax, currency, economic or other macroeconomic developments.

**High-Yield Securities Risk** – High-yield securities have a much greater risk of default or of not returning principal and tend to be more volatile than higher-rated securities of similar maturity.

**Interest-Rate Risk** – The risk that fixed income securities will decline in value because of an increase in interest rates.

**Issuer Risk** – The value of a security may decline because of adverse events or circumstances that directly relate to conditions at the issuer or any entity providing it credit or liquidity support.

**Issuer Non-Diversification Risk** – The risks of focusing investments in a small number of issuers, industries, or foreign currencies, including being more susceptible to risks associated with a single economic, political or regulatory occurrence than a more diversified portfolio might be.

**Leverage Risk** – The risk that certain portfolio transactions may give rise to leverage, causing the portfolio to be more volatile than if it had not been leveraged.

**Liquidity Risk** – A security may not be able to be sold at the time desired or without adversely affecting the price.

**Market Risk** – The market price of securities held by a portfolio may rapidly or unpredictably decline due to factors affecting securities markets generally or particular industries.

**Mortgage and Asset Backed Securities Risk** – These securities may decline in value when defaults on the underlying such securities may require the reinvestment of money at lower prevailing interest rates, resulting in reduced returns.

**Regulatory Risk** – The risk that changes in government regulations may adversely affect the value of a security. An insufficiently regulated industry or market might also permit inappropriate practices that adversely affect an investment.

**Short Sale Risk** – The risk of entering into short sales includes the potential loss of more money than the actual cost of the investment, and the risk that the third party to the short sale may fail to honor its contract terms, causing a loss to a portfolio.

**Private Securities Risk** – Private securities contain the risks of their respective public securities, but these risks can be magnified due to their illiquidity and lack of public knowledge on the business. These securities are inherently more risky. In addition, there may be more lax reporting and audit requirements.

**Real Estate Risk** – The real estate market can experience large swings. Due to changes in interest rates, the lending market, economic policy, and supply and demand, in addition to illiquidity, real estate investments can carry a great deal of risk, even when bundled in a REIT (Real

Estate Investment Trust).

Investing in securities involves risk of loss that Clients should be prepared to bear.

### Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Shamrock or the integrity of Shamrock's management. On August 25, 2016, without admitting or denying the findings, Shamrock Asset Management LLC (the "Firm") consented to the entry of an Order by the United States Securities and Exchange Commission (the "SEC") Instituting Cease-and-Desist Proceedings, Making Findings, and Imposing a Cease-and-Desist Order (the "Order"). The Order stated that between July 2011 and September 2013, in reliance on F-Squared Investments, Inc.'s ("F-Squared") false statements regarding performance of a *prior period* (as described below), Shamrock Asset Management offered a strategy based on the F-Squared (then current) strategy to clients, and re-published F-Squared's AlphaSector advertisements which falsely stated that F-Squared had assets invested in the AlphaSector strategy from April 2001 to September 2008, and that the track record for these investments had significantly outperformed the S&P 500 Index during this period. The Order also stated that the Firm took insufficient steps to confirm the accuracy of F-Squared's AlphaSector performance data for this April 2001 to September 2008 period and failed to obtain and maintain sufficient documentation to substantiate F-Squared's advertised performance and the Firm's use of F-Squared's published materials it used to form the basis for investment decisions, resulting in the Firm violating Sections 206(4) and 204(a) of the Advisers Act and Rules 204-2(a)(16) and 206(4)-1(a)(5) thereunder. The Order required the Firm to cease and desist from committing or causing any violations of the above referenced provisions and to pay a \$200,000 penalty to the SEC.

### Item 10 – Other Financial Industry Activities and Affiliations

#### OTHER BUSINESS ACTIVITIES

The principal business of Shamrock and its Managing Directors is to offer investment advice.

Tom Goyne, Founding Member of Shamrock, is separately a Director of Able Machinery Movers, Inc., a heavy machinery, moving and installation firm. No referrals will take place as a result of this employment. It is anticipated that Mr. Goyne will spend 2% of his time on this business activity.

James Lewis is an owner of an interest in Shamrock and has other investment interests. No referrals take place. Those interests are not construed as related to or affiliated with Shamrock.

#### OTHER INVESTMENT ADVISERS

Shamrock has entered into agreements with Brookmont Capital Management, Smith Asset Management Group LP, Innealta Capital (a division of AFAM Capital) to provide trading signals that are used in the Shamrock's various strategies discussed in Item 4 above.

## Item 11 – Code of Ethics

### PERSONAL CODE OF ETHICS

Shamrock has adopted a Code of Ethics Policy that sets forth high ethical standards of business conduct for its employees that requires:

- compliance with applicable state and federal securities laws;
- review of quarterly employee securities transactions;
- employees provide initial and annual securities holdings reports to the compliance officer for review;
- requires employees obtain prior approval of any acquisition of securities in a limited offering, private placement, or an initial public offering;
- requires any employee personal trades in securities that are held by clients be made at the same time or are placed after client trades are placed so as not to intentionally gain preferential pricing;
- requires allocations of employee assets are made proportionately for trades that are included in client block trades so that employees receive identical pricing as clients; and
- provides oversight, enforcement and recordkeeping provisions designed to protect confidential client information and the integrity of our investment management services.

Any conflicts of interest will be identified and immediately disclosed and remedied if necessary.

A copy of Shamrock's Code of Ethics Policy is available to advisory clients free of charge upon written request.

## Item 12 – Brokerage Practices

Shamrock has selected Fidelity Investments as a primary custodian for its client's assets based on multiple factors. Shamrock has evaluated Fidelity and believes it will provide Shamrock clients with a blend of trade execution services, commission costs and professionalism that will assist Shamrock in obtaining best execution for transactions.

Shamrock began participating in the Fidelity Wealth Advisor Solutions Program (the "WAS Program") in October 2012. The WAS Program provided referrals of potential investors who appeared to be positioned to benefit from the services provided by Shamrock. As part of this program, Strategic Advisers, Inc. ("SAI") acted as a solicitor for certain registered investment advisers including Shamrock and receives a portion of the management fee earned by Shamrock. The solicitor relationship is discussed more fully under Item 14 below.

This referral program created a potential conflict of interest in that Shamrock may have had an incentive to select or recommend Fidelity based on its interest in receiving client referrals, rather than the clients' interest in receiving most favorable execution. Shamrock mitigated this potential conflict by

constantly ensuring that its clients were receiving the highest quality service from Fidelity including, but not limited to, execution quality, product array and operational support. Shamrock periodically reviewed the program to ensure that its recommendation of Fidelity was consistent with its fiduciary duty. Shamrock has a reasonable belief that Fidelity is able to obtain best execution and competitive prices for its clients and will not independently seek best execution price capability through other broker/dealers. Shamrock terminated the affiliation with the WAS program as of December 31, 2016, but will continue to pay the referral fee for up to seven years. Additional information about the WAS Program may be obtained by reviewing SAI's Form ADV Part 2A brochure.

For fixed income portfolios transactions, Shamrock will review the quality of broker/dealer services and client fixed income investments and utilize those broker/dealers which will provide the best services at the lowest cost to the client.

Shamrock does not negotiate broker commission rates. The reasonableness of brokerage costs is based on the broker/dealer's ability to provide professional services, competitive execution, and other services that will help Shamrock in providing investment management services to clients. Any limitations on Shamrock's discretionary authority shall be included in the written authority statement of the Client's Investment Management Agreement.

Shamrock can aggregate trades wherever possible, which permits the trading of a "block" of securities composed of assets from multiple client accounts so that all participants receive the same average price and as long as transaction costs are minimized or shared on a pro-rated basis between all accounts included in any such block. Block trading allows Shamrock to execute equity trades in an equitable manner when possible.

Occasionally clients may already have a pre-established relationship with a custodian or broker and the client will instruct Shamrock to execute all transactions, both fixed and non-fixed income, through that custodian or broker. In the event that a client directs Shamrock to use a particular custodian, broker or dealer, it is understood that under those circumstances Shamrock will not have authority to negotiate commission rates, obtain volume discounts, and best execution may not be achieved. In addition, under these circumstances a disparity in execution price and commission charges may exist between the client and commissions charged to other clients.

### **Item 13 – Review of Accounts**

#### **REVIEW OF ACCOUNTS**

For Investment Supervisory Services and Portfolio Management clients, portfolios are reviewed initially upon establishment of advisory relationship with Shamrock. This includes a review of all the client's circumstances, needs and objectives, as well as a measure of risk tolerance. Initial recommendations are made to the client and implemented upon the client's acceptance of them. This process may use an analytical tool provided by Riskalyze or a similar provider, which seeks to more accurately determine the client's risk tolerance.



Most clients will personally review their portfolios with a Relationship Manager of the Firm at any time interval that is mutually agreed upon. The periodic review includes an update of the client's personal circumstances as well as investment overview discussion and where appropriate, the activity is documented in the Firm's Contact Management System.

In addition to the monthly statements provided by each custodian, Shamrock provides written, quarterly reports which include assets under management, purchases and sales, management fees and portfolio performance. The client should compare the statements received from their custodian to the reports Shamrock provides for accuracy and notify Shamrock of any discrepancies immediately for research and resolution.

More frequent reviews may be triggered by significant changes in variables such as market conditions, political or economic circumstances, changes in tax laws, or changes in the client's individual circumstances. Clients may call upon their investment advisor at any time to discuss any aspect of their accounts.

## **Item 14 – Client Referrals and other Compensation**

### **CLIENT REFERRALS**

Shamrock may compensate, either directly or indirectly, any person (defined as a natural person or a company) for client referrals. Shamrock is aware of the special considerations promulgated under Section 206(4)-3 of the Investment Advisors Act of 1940. As such, appropriate disclosure shall be made, all written instruments will be maintained by Shamrock and all applicable Federal and/or State laws will be observed.

As disclosed earlier, Shamrock participated in Fidelity's WAS Program until December 31, 2016. This program was designed to help investors find an independent investment adviser based on their investment objectives. Fidelity is a broker/dealer independent of, and unaffiliated with, Shamrock. Fidelity reviews and evaluates advisers annually and selects which advisers are eligible for the referral program. Fidelity has no responsibility for Shamrock's oversight of client portfolios and other advice or services. In connection with Shamrock's participation in the WAS Program, "SAI" acted as a solicitor on behalf of Shamrock and other advisers in the program. Clients referred to Shamrock under the WAS Program were provided certain disclosure documents by SAI as well as SAI's ADV 2A. Clients should understand:

1. SAI acted as a Solicitor, as such term is defined in Rule 206(4)-3 under the Investment Advisers Act of 1940 with respect to this referral.
2. Pursuant to the WAS Program Referral Agreement, the clients were referred to Shamrock.
3. Shamrock is not affiliated in any way with SAI or its affiliates, including but not limited to Fidelity Brokerage Services LLC, National Financial Services LLC, or FMR LLC.
4. Pursuant to an agreement between Shamrock and SAI, Shamrock provides compensation to



SAI for its provision of referrals to Shamrock. Under this agreement, Shamrock shall pay to SAI the following fees for referred clients: For a period of seven years from the date that clients or members of the client's households fund an account or accounts with Shamrock, Shamrock shall pay SAI an amount equal to an annual percentage of 0.20% of any and all assets in such accounts.

5. Pursuant to its agreement with SAI, Shamrock has agreed that it will not charge advisory fees in excess of its normal range of advisory fees as a result of the fees it must pay to SAI as part of this referral.

### **ADDITIONAL COMPENSATION**

Shamrock uses trading, research, and other affiliate services offered through Fidelity Investments, its partners and affiliates.

While there is no direct relationship between the investment advice given to clients and Shamrock's involvement with Fidelity Investments except as disclosed, Shamrock may receive product discounts, incentives or other benefits as a result of its relationship with Fidelity Investments which it would not otherwise receive if Shamrock did not give investment advice to clients.

These benefits do not depend on the amount of transactions directed by Shamrock to Fidelity (except in certain circumstances). These benefits include: a dedicated trading desk that exclusively services participants, a dedicated service group, an account services manager dedicated to Shamrock's accounts; access to an electronic trading system, the ability to group client trades together (block trades) to receive one average price, electronic allocation transmission, intra-day balances and positions in Fidelity's portfolio management application, access electronic client statements, trade confirmations and tax documents; the ability to deduct management fees directly from client accounts in accordance with federal and state requirements, and access to Fidelity mutual funds.

### **Item 15 - Custody**

Shamrock does not hold client assets in custody. Clients should receive statements on at least a quarterly basis from the broker/dealer, bank or other qualified custodian that holds and maintains client's investment assets.

Shamrock urges its clients to carefully review such statements and compare such official, custodial records to the reports that it may provide. Shamrock's reports may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities. If clients have any questions on the statements, reports or holdings, they are directed to call Shamrock or the custodian for clarification.

**Item 16 – Investment Discretion**

Shamrock requests discretionary authority from the client at the beginning of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, such discretion is to be exercised in a manner consistent with the stated investment objectives for each client's account.

When selecting securities and determining amounts, Shamrock observes the investment policies, limitations and restrictions of the clients for which it advises. For registered investment companies, Shamrock's authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and/or favor the holding of investments once made.

Investment guidelines, discretionary authority and any trading restrictions must be provided to Shamrock by each client in writing as part of the advisory agreement.

**Item 17 – Voting Securities****PROXYVOTING**

The Firm does not take any action or render any advice with respect to the voting of proxies solicited by, or with respect to, the issuers of any securities held in the client accounts.

**Item 18 – Financial Information**

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about Shamrock's financial condition.

Shamrock has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and is not the subject of a lawsuit or bankruptcy proceeding.